

RECORDATION NO. 22892-J FILED

SEP 10 '02

10-40 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 9, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of Lease Supplement No. 5, dated July 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Agreement (GATX Trust No. 2000-1) which were previously filed with the Board under Recordation Number 22892.

The names and addresses of the parties to the enclosed document are:

Owner Trustee:	Wilmington Trust Company, as Trustee Rodney Square North 1100 North Market Wilmington, Delaware 19890
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Indenture Trustee:	GATX Financial 500 West Monroe Street Chicago, IL 60661
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Mr. Vernon A. Williams
September 9, 2002
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A description of the railroad equipment covered by the enclosed document is:

The reporting marks (and road numbers) of certain railcars are being changed from TILX and AOIX to GFPX and GATX as set forth on Schedule A attached hereto.

A short summary of the document to appear in the index is:

Lease Supplement No. 5

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

Schedule A

(GATX Rail Trust No. 2000-1) – Basic Group I

Trust No.	New Car Number	Original Car Number
2000-1 Gr I	GPFX011409	TILX005412
2000-1 Gr I	GPFX011410	TILX005413
2000-1 Gr I	GPFX011412	TILX005415
2000-1 Gr I	GPFX011413	TILX005416

(GATX Rail Trust No. 2000-1) – Basic Group II

2000-1 Gr II	GATX024156	AOIX001180
2000-1 Gr II	GATX024158	AOIX001182
2000-1 Gr II	GATX024161	AOIX001185
2000-1 Gr II	GATX024162	AOIX001186
2000-1 Gr II	GATX063808	TILX260835
2000-1 Gr II	GATX063812	TILX260839
2000-1 Gr II	GATX063813	TILX260840
2000-1 Gr II	GATX063814	TILX260841
2000-1 Gr II	GATX063816	TILX260843
2000-1 Gr II	GATX063818	TILX260845
2000-1 Gr II	GATX063819	TILX260846
2000-1 Gr II	GATX063820	TILX260847
2000-1 Gr II	GATX063821	TILX260848

(GATX Rail Trust No. 2000-1) – Basic Group IV

2000-1 Gr IV	GATX024327	AOIX001151
2000-1 Gr IV	GATX024330	AOIX001154
2000-1 Gr IV	GATX024332	AOIX001156
2000-1 Gr IV	GATX024333	AOIX001157
2000-1 Gr IV	GATX024337	AOIX001161
2000-1 Gr IV	GATX024338	AOIX001162
2000-1 Gr IV	GATX024340	AOIX001164
2000-1 Gr IV	GATX024341	AOIX001165
2000-1 Gr IV	GATX024342	AOIX001166
2000-1 Gr IV	GATX024343	AOIX001167
2000-1 Gr IV	GATX024344	AOIX001168
2000-1 Gr IV	GATX024345	AOIX001169
2000-1 Gr IV	GATX024347	AOIX001171
2000-1 Gr IV	GATX024348	AOIX001172
2000-1 Gr IV	GATX024349	AOIX001173

2000-1 Gr IV	GATX024350	AOIX001174
2000-1 Gr IV	GATX024160	AOIX001184
2000-1 Gr IV	GATX024163	AOIX001187
2000-1 Gr IV	GATX024164	AOIX001188
2000-1 Gr IV	GATX024166	AOIX001190
2000-1 Gr IV	GATX024169	AOIX001193
2000-1 Gr IV	GATX024170	AOIX001194
2000-1 Gr IV	GATX024171	AOIX001195
2000-1 Gr IV	GATX024173	AOIX001197
2000-1 Gr IV	GATX024174	AOIX001198
2000-1 Gr IV	GATX024175	AOIX001199
2000-1 Gr IV	GATX024176	AOIX001200
2000-1 Gr IV	GATX024177	AOIX001201
2000-1 Gr IV	GATX024178	AOIX001202
2000-1 Gr IV	GATX024182	AOIX001206
2000-1 Gr IV	GATX024183	AOIX001207
2000-1 Gr IV	GATX024184	AOIX001208
2000-1 Gr IV	GATX024185	AOIX001209
2000-1 Gr IV	GATX024186	AOIX001210
2000-1 Gr IV	GATX024190	AOIX001214
2000-1 Gr IV	GATX024192	AOIX001216
2000-1 Gr IV	GATX024194	AOIX001218
2000-1 Gr IV	GATX024195	AOIX001219
2000-1 Gr IV	GATX024197	AOIX001221
2000-1 Gr IV	GATX024201	AOIX001225
2000-1 Gr IV	GATX024202	AOIX001226

LEASE SUPPLEMENT NO. 5
(GATX Rail Trust No. 2000-1)

SEP 10 '02

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~~SURFACE TRANSPORTATION BOARD~~

This Lease Supplement No. 5, dated as of July 10, 2002, between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Financial Corporation, a Delaware corporation, successor by merger to GATX Rail Corporation, a New York corporation ("Lessee");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GATX Rail Trust No. 2000-1) dated as of April 3, 2000 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 4.2 of the Lease, Lessor and Lessee hereby agree as follows:

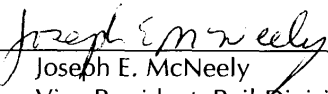
1. Schedule I of the Lease is hereby amended to substitute each "New Car" identifying mark and number listed in the first column of Schedule A hereto in place of the identifying mark and number of the "Original Car" noted in the column next to each such New Car Number.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance, without regard to principles of conflicts of laws.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company,
not in its individual capacity
but solely as Owner Trustee

By: 
Name: Charlotte Paglia
Title: Senior Financial Services Officer

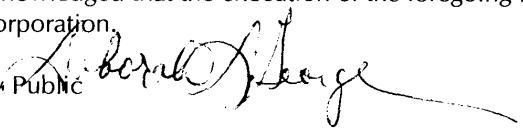
GATX Financial Corporation

By: 
Name: Joseph E. McNeely
Title: Vice President, Rail Division

State of Delaware)
) SS
County of New Castle)

On this 14 day of August, 2002, before me personally appeared Charlotte Paglia, to me personally known, who being by me duly sworn, say that he/she is Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



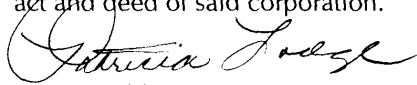
[Notarial Seal]

My commission expires:
DEBORAH L. GEORGE
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003

State of Illinois)
) SS
County of Cook)

On this 10th day of July, 2002, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, say that he is Vice President of GATX Financial Corporation, successor by merger to GATX Rail Corporation, that said instrument was signed on such date no behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



[Notarial Seal]

My commission expires:

Schedule A

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